CÔNG TY CỔ PHẦN FPT
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CÔNG TY CỔ PHẦN FPT ***FPT CORPORATION***	**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập - Tự do - Hạnh phúc** **THE SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**
Số: 102/FPT-FCC No.: 102/FPT-FCC	*Hà Nội, ngày 17 tháng 04 năm 2026* *Hanoi, April 17th, 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
IRREGULAR INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh
To: The State Securities Commission
Hochiminh Stock Exchange

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần FPT/ *FPT Corporation*

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: FPT/ *FPT*
- Địa chỉ/*Address*: Số 10, phố Phạm Văn Bạch, Phường Cầu Giấy, Thành phố Hà Nội, Việt Nam/ *10 Pham Van Bach Street, Cau Giay Ward, Hanoi, Vietnam*
- Điện thoại liên hệ/*Tel.*: 024. 7300 7300 Fax: 024. 3768 7410
- E-mail: ir@fpt.com website: https://fpt.com

2. Nội dung thông tin công bố: Quy chế nội bộ về Quản trị Công ty sau sửa đổi đã được Đại hội đồng cổ đông thường niên năm 2026 phê duyệt / *Contents of disclosure: The amended Internal Regulations on Corporate Governance, approved by the 2026 Annual General Meeting of Shareholders*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 17/04/2026 tại đường dẫn https://fpt.com/vi/nha-dau-tu/thong-tin-cong-bo / *This information was published on the company's website on 17/04/2026, as in the link https://fpt.com/en/ir/information-disclosures*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/*Attached documents:* Quy chế nội bộ về Quản trị Công ty / *Internal Regulations on Corporate Governance*	**Đại diện tổ chức** ***Organization representative*** Người được UQ CBTT *Person authorized to disclose information* CÔNG TY CỔ PHẦN FPT FPT **Mai Thị Lan Anh**

FPT CORPORATION

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Issuance and Effectiveness Information

Issuance Date	Effective Date	Issuing Authority Board of Directors of FPT Corporation	Signature
16/4/2026	16/4/2026	ON BEHALF OF THE BOARD OF DIRECTORS CHAIRMAN Truong Gia Binh	

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INTERNAL CORPORATE GOVERNANCE CHARTER FPT CORPORATION

(Issued pursuant to Resolution No. .... dated ..../2021)

Pursuant to the Law on Securities dated November 26, 2019 and its amending and supplementing documents;

Pursuant to the Law on Enterprises dated June 17, 2020 and its amending and supplementing documents;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain provisions of the Law on Securities and its amending and supplementing documents;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 and its amending and supplementing documents;

Pursuant to the Charter of FPT Corporation;

Pursuant to Resolution of the General Meeting of Shareholders No. .... dated April 16th 2026

The Board of Directors hereby issues the Internal Corporate Governance Charter of FPT Corporation.

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Application

This Charter sets forth specific provisions of applicable law and the Charter of FPT Corporation (hereinafter referred to as the "Company") relating to the organizational structure, operations, functions, duties and powers of the General Meeting of Shareholders (GMS), the Board of Directors (hereinafter referred to as the "BOD"), BOD members, committees, sub-committees and councils under the BOD, the Board of Supervisors, and the Executive Management, as well as the relationships between the BOD and the GMS, the Board of Supervisors, and the Executive Management of the Company; and the relationship between the Company and enterprises in which the Company has invested capital (the Company and enterprises in which the Company holds a controlling interest are collectively referred to as the "Group").

Article 2. Corporate Governance Structure of the Company

Based on applicable legal provisions, the Company's Charter, and other regulations, the following entities constitute the corporate governance model of the Company:

(a) General Meeting of Shareholders (GMS)

The GMS is the supreme authority of the Company, exercising functions along with rights and obligations as prescribed in the Company's Charter and relevant laws.

(b) Board of Directors (BOD)

The BOD is the highest governing body of the Company, with authority to act in the name of the Company to decide and exercise the rights and obligations of the Company that do not fall within the authority of the GMS, in accordance with the Charter and applicable laws.

(c) Chief Executive Officer and Executive Management (EM)

The Chief Executive Officer is the legal representative of the Company and, with the assistance of the Executive Management headed by the CEO, is responsible for managing the day-to-day business operations of the Company and the Group in compliance with the decisions and resolutions of the GMS, BOD, and the Chairperson.

(d) Board of Supervisors (BOS)

The Board of Supervisors monitors the BOD and the CEO in managing and operating the Company; it is accountable to the GMS for the performance of its assigned duties.

(e) Human Resources and Remuneration Committee (HR&RC)

The Human Resources and Remuneration Committee is a sub-committee of the BOD responsible for directing the development of human resources policy frameworks and procedures for the Company and all member companies, and for supporting the BOD in the selection, nomination, appointment, dismissal, remuneration, and performance evaluation of BOD members, Executive Management, representatives, and other senior management positions of the Company and its member companies within the Group.

(f) Development Policy Committee (DPC)

The Development Policy Committee is a sub-committee of the BOD responsible for proposing development orientations to the BOD, formulating strategies for submission to the BOD, and directing and supervising matters related to the development strategy of the Company and the Group.

(g) Advisory Council (AC)

The Advisory Council is a body under the BOD of the Company, responsible for advising and making recommendations to the BOD and the Chairperson of the BOD on matters relating to strategy, long-term and sustainable development, key issues for the Company, and assisting the Company and the Group in establishing, maintaining, and developing strategic relationships with government agencies at central and local levels, foreign government authorities, and domestic and international partners; advising and assisting the Company and the Group in preserving and developing the Company's values, corporate culture, and the unity of the entire Group.

(h) Office of the Chairperson

The Office of the Chairperson serves as the Company Secretary and is a supporting body under the BOD responsible for assisting the BOD and the Chairperson of the BOD in the performance of the BOD's and Chairperson's functions and duties.

CHAPTER II
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and Obligations of Shareholders

3.1 Shareholders shall have full rights and obligations as prescribed by the Law on Enterprises, relevant legal instruments, and the Company's Charter, in particular:

- The right to freely transfer shares, except in cases subject to transfer restrictions under applicable law, the Company's Charter, and GMS resolutions;
- The right to equal treatment. Each share of the same class confers on its shareholder equal rights, obligations, and interests. Where the Company has preference shares, the rights and obligations attached to such preference shares must be fully disclosed to shareholders and approved by the GMS;
- The right to be fully informed periodically and on an ad hoc basis of the Company's operations;
- The right and obligation to attend GMS meetings and exercise voting rights directly, through an authorized representative, or by remote ballot as prescribed in the Company's Charter, for shareholders with voting rights;
- The right of first refusal to purchase newly offered shares in proportion to their shareholding in the Company, in accordance with the Charter and GMS resolutions on new share issuances from time to time.

3.2 Shareholders shall have the right to protect their legitimate interests. In the event that a GMS or BOD resolution violates applicable law or infringes upon the fundamental rights of shareholders as provided by law, shareholders may petition for the annulment of such resolution in accordance with applicable legal procedures. Where such resolutions violate applicable law and cause harm to the Company, the BOD, Board of Supervisors, and CEO shall be liable to compensate the Company in accordance with their respective responsibilities. Shareholders may require the Company to compensate for losses in accordance with applicable law.

Article 4. Obligations of Major Shareholders

4.1 A major shareholder is a shareholder who directly or indirectly owns five percent (5%) or more of the Company's voting shares.

4.2 Major shareholders shall not exploit their dominant position to cause harm to the rights and interests of the Company or other shareholders, and must at all times give paramount priority to the best long-term interests of the Company.

4.3 Major shareholders shall have obligations to disclose information and fulfill other obligations as required by applicable law and the Company's Charter.

Article 5. Annual and Extraordinary General Meetings of Shareholders

5.1 The procedures for convening and conducting annual and extraordinary GMS meetings shall be carried out in accordance with the Charter, this Governance Charter, and applicable laws.

5.2 The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days before the record date. The Company shall not restrict shareholders from attending the GMS, shall facilitate shareholder authorization of representatives to attend the GMS, or voting by registered mail upon shareholder request. The Company shall provide guidance on authorization procedures and prepare proxy forms for shareholders as required.

5.3 The Chairperson of the BOD shall be responsible for organizing the agenda, venue, and timetable to allow adequate deliberation and voting on each item at the GMS. In the case of convening an extraordinary GMS, the proposing party shall be responsible for preparing the meeting content and materials for the Chairperson's review and decision.

5.4 The Company shall make every effort to apply modern information technology to enable shareholders to participate in GMS meetings as effectively as possible, including guiding shareholders on remote voting and online GMS participation where technically feasible and where no unreasonable cost is incurred by the Company. In all cases, shareholders have the right and obligation to attend GMS sessions in person.

5.5 The principles, content, procedures, and processes for obtaining shareholder opinions in writing to pass GMS resolutions shall be implemented in accordance with the Charter, this Governance Charter, and applicable laws. In the case of written consultation, the Company shall ensure that full documentation is sent and disclosed and that shareholders are given a reasonable period to review materials before submitting their ballots, as in the case of convening a GMS meeting.

Article 6. Procedures and Voting at the Annual and Extraordinary General Meeting of Shareholders

6.1 Notice of GMS Meeting: Notices shall be sent to each eligible shareholder and shall comply with the provisions of Article 17 of the Company's Charter and Articles 142 and 143 of the Law on Enterprises 2020.

(a) The GMS notice shall be published on the Company's website at www.fpt.com; posted on the information channel of the Ho Chi Minh Stock Exchange; and sent to shareholders by one of the following means:

- Delivered by hand or sent by registered mail to the shareholder's contact address;
- Sent to the shareholder's contact address by email, SMS, or fax as registered with the Vietnam Securities Depository, or to the address registered by the shareholder with the Company;
- In the case of shareholders who are employees of the Company, the notice may be placed in a sealed envelope and hand-delivered at their workplace, or sent to the shareholder's email address.

(b) The GMS notice shall include the meeting agenda and a hyperlink to download the meeting materials from the Company's website.

(c) Meeting materials and draft resolutions for each item on the agenda shall be posted on the Company's website at www.fpt.com, together with all relevant information regarding matters to be discussed and voted upon at the GMS.
(d) The GMS notice shall be issued at least twenty-one (21) days before the GMS meeting date (calculated from the date on which the notice is validly sent or dispatched, postage paid, or deposited in the mailbox).
(e) Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares are entitled to propose matters for inclusion in the GMS agenda. Such proposals must be made in writing and submitted to the Company at least seven (07) days before the opening of the GMS. Proposals must include the shareholder's name, the number and type of shares held, and the proposed agenda item. The convener may reject proposals in the following cases:

- The proposal was submitted late, or is incomplete or improperly formulated;
- At the time of the proposal, the shareholder or group of shareholders did not hold at least five percent (5%) of ordinary shares as required under Clause 4, Article 11 of the Company's Charter;
- The proposed matter does not fall within the GMS's jurisdiction.

6.2 Quorum Requirements for GMS Meetings

(a) A GMS meeting may be convened when shareholders attending represent more than fifty percent (50%) of the total voting shares.
(b) If the first meeting fails to meet the quorum, the GMS must be reconvened within thirty (30) days from the originally scheduled date of the first meeting. The reconvened meeting may proceed when shareholders in attendance represent at least thirty-three percent (33%) of the total voting shares.
(c) If the second meeting also fails to meet the quorum, the GMS shall be convened a third time within twenty (20) days from the date of the second meeting. In such case, the meeting may proceed regardless of the total voting shares represented by attending shareholders.

6.3 Procedures for Conducting the GMS Meeting and Voting: to comply with Article 19 of the Company's Charter and Article 146 of the Law on Enterprises 2020.

(a) Registration Procedure for GMS Attendance

- On the day of the GMS, the Company shall carry out shareholder registration procedures and must continue registration until all eligible shareholders present have registered;
- During shareholder registration, the Company shall issue each eligible voting shareholder or authorized representative a voting card bearing the registration number, the shareholder's name, the name of the authorized representative, and the number of votes;
- Shareholders arriving late may register immediately and thereafter participate and vote at the GMS. The Chairperson is not obligated to suspend the meeting for late-arriving

shareholders, and the validity of votes already cast prior to the late arrival shall not be affected;

- Registration for online GMS attendance shall be carried out in accordance with the Online GMS Guidelines issued by the BOD.

(b) Form and Procedures for Conducting GMS Meetings: to comply with Article 19 of the Company's Charter and Article 146 of the Law on Enterprises 2020.

(c) Voting and Election Procedures at the GMS

Shareholders may choose to vote or elect by casting ballots directly at the GMS ballot box, or by voting or electing through the online GMS platform.

i. Ballot Counting Committee

- The GMS shall elect from among the delegates those responsible for counting or supervising the ballot count; if no election is made, the Chairperson shall appoint such persons. The Ballot Counting Committee shall consist of no more than three (3) members.

ii. Voting, Election, and Announcement of Results

- When voting at the GMS, eligible shareholders or their representatives vote by selecting from the options: In Favour, Against, or Abstain for each agenda item, then signing and writing their full name on the ballot (distributed at registration);
- The Ballot Counting Committee collects and counts the ballots;
- Voting and election through the online GMS platform shall be conducted in accordance with the Online GMS Guidelines issued by the BOD;
- Ballot results shall be announced immediately before the adjournment of the meeting;
- The ballot count record shall be posted on the Company's website within fifteen (15) days from the close of ballot counting.

6.4 Adoption of GMS Resolutions: to comply with Article 148 of the Law on Enterprises 2020.

6.5 Minutes of GMS Meetings: to comply with Article 22 of the Company's Charter and Article 150 of the Law on Enterprises 2020.

(a) Minutes shall be prepared in Vietnamese and English (English content is for reference only) and shall contain at minimum the following:

- Name, registered office address, enterprise registration number;
- Time and venue of the GMS meeting;
- Agenda and meeting content;
- Full name of the Chairperson and Secretary;
- Summary of proceedings and opinions expressed at the GMS on each agenda item;

- Number of shareholders and total voting shares of shareholders present; an annex listing registered shareholders and their representatives present, with corresponding share and vote numbers;
- Total votes cast on each matter, specifying the voting method, total valid and invalid votes, votes in favour, against, and abstained; and the corresponding percentages of total voting shares of shareholders present;
- Matters approved and the corresponding approval percentages;
- Signatures of the Chairperson and Secretary.

(b) The minutes of the meeting and the GMS resolution must be completed and approved by the GMS before the close of the meeting.

6.6 Petition to Annul GMS Resolutions: to comply with Article 23 of the Company's Charter.

6.7 Disclosure of GMS Minutes and Resolutions.

Within twenty-four (24) hours from the close of the meeting, the GMS minutes and resolution shall be posted on the Company's website at www.fpt.com and submitted to the State Securities Commission of Vietnam and the Ho Chi Minh Stock Exchange for public disclosure in accordance with applicable law.

Article 7. BOD Activity Report at the Annual General Meeting of Shareholders

Unless otherwise provided by law or the Charter, the BOD's activity report presented to the annual GMS shall contain at minimum the following:

- Assessment of the Company's operational performance during the financial year;
- Evaluation results by independent BOD members regarding BOD activities;
- Activities of other sub-committees under the BOD;
- Activities, remuneration, and operating expenses of the BOD and each BOD member as required by Clause 3, Article 163 of the Law on Enterprises 2020 and the Company's Charter;
- Summary of BOD meetings and BOD resolutions;
- Results of oversight with respect to the CEO;
- Results of oversight with respect to other Senior Management Officers; and
- Long-term strategic plans.

Article 8. Board of Supervisors Activity Report at the Annual General Meeting of Shareholders

Unless otherwise provided by law or the Charter, the BOS's activity report presented to the annual GMS shall contain at minimum the following:

- Remuneration, operating expenses, and other benefits of the BOS and each Supervisor as required by Clause 3, Article 172 of the Law on Enterprises 2020 and the Company's Charter in force;
- Summary of BOS meetings and BOS decisions;
- Results of oversight of the Company's operational and financial performance;
- Results of oversight with respect to BOD members, the CEO, and other management officers;
- Report on the coordination of activities between the BOS, the BOD, the CEO, and shareholders.

CHAPTER III
BOARD OF DIRECTORS MEMBERS

Article 9. Nomination and Candidacy of BOD Members

9.1 The Company shall have a minimum of five (05) and a maximum of seven (07) BOD members. The Company must have at least one (01) non-executive member where the BOD consists of five (05) members, and at least two (02) non-executive members where the BOD consists of six (06) to eight (08) members. The total number of non-executive BOD members must account for at least one-third (1/3) of the total BOD members. The Company must have at least two (02) independent BOD members.

9.2 Where candidates have been identified in advance, information relating to BOD candidates shall be included in the GMS meeting materials and disclosed at least ten (10) days before the opening of the GMS on the Company's website so that shareholders may review the candidates prior to voting. Information disclosed about BOD candidates shall include at minimum:

- Full name, date of birth;
- Educational background;
- Professional qualifications;
- Career history;
- Companies in which the candidate currently holds a BOD seat or other management positions;
- Performance evaluation report for the candidate's contributions to the Company, where the candidate is a current BOD member;
- Related interests with the Company (if any);
- Full name of the shareholder or group of shareholders nominating the candidate (if any);
- Other information (if any).

9.3 BOD candidates shall provide written commitments confirming the truthfulness, accuracy, and reasonableness of their disclosed personal information, and shall commit to performing their duties honestly if elected as BOD members.

9.4 Shareholders holding shares as prescribed in the Charter at the record date for the GMS attendance list have the right to aggregate their voting rights to nominate BOD candidates. The nomination of BOD candidates by shareholders who have aggregated their voting rights must comply with applicable law and the Company's Charter. Specifically, a shareholder or group of shareholders holding: from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) up to eight (08) candidates.

9.5 Where the number of BOD candidates through nomination and self-candidacy remains insufficient, the BOD may nominate additional candidates or organize nominations in accordance with the Company's Charter and Internal Governance Charter. In such case, incumbent BOD members may nominate candidates who meet the BOD membership requirements under this Charter, the Company's Charter, and applicable law. The BOD shall then vote by simple majority to select qualified candidates for submission to the GMS for decision.

9.6 The Company shall establish and provide shareholders with specific guidance on cumulative voting for the election of BOD members in accordance with applicable law.

Article 10. Qualifications of BOD Members

10.1 BOD members must not be persons prohibited by law or the Company's Charter from serving as BOD members. BOD members need not be shareholders of the Company.

10.2 In accordance with a roadmap set by the BOD from time to time, the Company shall progressively minimize, to the greatest extent possible, the number of BOD members who concurrently hold executive management positions within the Company, and shall increase the number of independent BOD members to ensure the BOD's independence.

10.3 The Chairperson of the BOD shall not concurrently hold the position of CEO of the Company.

10.4 A BOD member shall not simultaneously serve as a BOD member of more than five (05) other companies.

10.5 A BOD member shall cease to hold office in the following circumstances:

- The member no longer meets the qualifications to serve as a BOD member under the Law on Enterprises or is legally prohibited from doing so;
- The member submits a written resignation that is accepted;
- The member suffers from a mental disorder or there is professional evidence that the member lacks legal capacity;

- The member has not attended BOD meetings for six (06) consecutive months without BOD approval, and the BOD resolves that the position is vacant;
- The member is removed by GMS resolution;
- The member violates the code of ethics under this Charter, breaches member obligations under applicable law, the Company's Charter, or this Charter, and such violation is assessed by the Chairperson to be serious; or
- Other circumstances prescribed by law, the Company's Charter, this Charter, and other corporate regulations from time to time.

Article 11. Code of Ethics for BOD Members

11.1 Members shall act with integrity and impartiality in the best interests of the Company and in the interests of the shareholders they represent; and shall comply with applicable law, the Charter, and corporate regulations.

11.2 Members have an obligation to exercise their delegated authority and access to information for legitimate purposes and in the overall interest of the Company.

11.3 Members shall not delegate their authority to others except as specifically provided in the Company's Charter, this Governance Charter, and in accordance with applicable law. Members must act independently based on their own deliberation and judgment.

11.4 Members shall be responsible for exercising their authority and duties with due care, deliberation, and full assessment prior to taking action or making decisions.

11.5 Members shall be responsible for avoiding conflicts of interest between the Company's interests and their own personal interests or those of their related persons. Where a conflict of interest arises, the member shall promptly notify all other members in writing of such conflict. "Related person" as used in this Charter refers to individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities 2019.

11.6 Members shall not participate in decisions on transactions or groups of transactions in which they or their related persons have an interest, unless such participation complies with applicable law, the Charter, this Governance Charter, and has been exempted by the BOD.

11.7 Members shall not exploit their position, authority, or information about the Company to arrange or cultivate personal benefits for themselves or their related persons.

11.8 Members shall be responsible for preserving and developing the Company's assets. Members shall not use Company assets for unauthorized or improper purposes.

11.9 Members shall be responsible for maintaining the confidentiality of all Company information (except information officially disclosed or authorized for disclosure by the Company, or information that has become publicly known through official channels). The use and disclosure of information must comply with applicable law, the Charter, and related Company regulations.

11.10 Members have an obligation to truthfully and fully disclose to the Company all investments (direct or indirect) of themselves and their related persons, or any salary, wages, remuneration, or other benefits in any form received by themselves and their related persons from other companies or enterprises. Where there is a potential conflict of interest with the Company, the member shall have restricted access to information relating to business activities of the Company that could harm the Company's immediate and long-term interests.

11.11 Members shall not receive benefits from third parties in connection with their capacity as a BOD member, unless such receipt has been approved by the BOD in writing.

11.12 Members shall not purchase, sell, or trade in shares of the Company or its subsidiaries on the basis of insider information not available to other shareholders.

11.13 BOD members and their related persons, when conducting transactions in the Company's shares, shall report to the State Securities Commission of Vietnam, the Company's BOD, and shall make the required disclosures regarding such transactions in accordance with applicable law.

11.14 Members shall not engage in competition or undertake or assist in (whether directly or indirectly) the acquisition of the Company or its member companies, the appropriation or impairment of business opportunities of the Company or its member companies, or any other act harmful to the interests of the Company or its shareholders.

11.15 Members shall be responsible for fully complying with applicable law, the Charter, GMS and BOD resolutions and decisions, and Company regulations.

11.16 Members agree that in the event of a violation of any of the above rules, they shall voluntarily resign as a member, cease all activities in their capacity as a member, and all members authorize the Chairperson to conduct the formal removal procedures in accordance with the Charter.

Article 12. Rights and Obligations of BOD Members

In addition to the rights and obligations prescribed by law, the Charter, and other provisions of this Governance Charter, BOD members shall have the following rights and obligations:

12.1 Subject to compliance with confidentiality obligations and the duty to protect the paramount interests of the Company and its shareholders, BOD members have the right to request, and the CEO and senior management are obligated to provide, information and documents on the financial situation and business operations of the Company and Group companies.

12.2 BOD members shall exercise their rights, obligations, and responsibilities in accordance with the Law on Enterprises, the Company's Charter, the Corporate Governance Charter, the provisions of this Governance Charter, and shall perform their duties honestly and diligently in the paramount interests of shareholders and the Company.

12.3 BOD members must attend all BOD meetings and clearly express their views on matters under discussion. BOD members may authorize another BOD member to attend on their behalf. Where authorization is granted to a non-BOD member, such authorization must be approved by

a majority of BOD members. In the event of absence, a BOD member must notify the Office of the Chairperson in writing. BOD members must implement BOD decisions once adopted by a simple majority (more than 50% of attending BOD members or more than 50% of members entitled to vote by written consultation). Within seven (7) business days from the date the BOD Meeting Minutes are adopted by a majority of members, or from the date the Written Ballot Summary is prepared, the Chairperson shall sign, on behalf of the BOD, decisions on matters approved by the BOD.
12.4 BOD members may be covered by directors' and officers' liability insurance purchased by the Company. Such insurance shall not cover liabilities of BOD members arising from violations of applicable law or the Company's Charter.
12.5 Two (02) or more BOD members may request the convening of an extraordinary BOD meeting.

CHAPTER IV
BOARD OF DIRECTORS

Article 13. Organizational Structure of the BOD

The Company's BOD shall be organized as follows:

- The BOD, comprising the Chairperson and BOD members duly elected and retaining membership qualifications in accordance with the Charter and this Governance Charter;
- Committees, sub-committees, and councils as bodies under the BOD;
- Advisory councils and units providing advisory and support functions to the BOD and the Chairperson of the BOD.

Article 14. Operating Principles of the BOD

14.1 The BOD shall operate on a collective basis and decide by simple majority (more than 50% of attending BOD members or more than 50% of members entitled to vote by written consultation) on matters within the BOD's decision-making authority under the Law on Enterprises, the Company's Charter, and this Governance Charter. In the event of a tie in votes, the decision shall be determined by the side with which the Chairperson's vote is cast.
14.2 Prior to a meeting and within the time period specified in the notice convening the BOD meeting, BOD members have the right to request additions to or changes in the agenda. At BOD meetings, members may freely discuss agenda items and express their views within the scope of the approved agenda, but must comply with adopted BOD decisions. BOD members shall bear individual responsibility before the law and the GMS for their stated views. The Meeting Secretary shall accurately and comprehensively record the statements of each BOD member in the Meeting Minutes.
14.3 Sub-committees and councils as bodies under the BOD shall be established pursuant to Article 30 of the Charter and shall be authorized and delegated authority by the BOD, and shall operate in accordance with this Governance Charter and other BOD regulations. Decisions and

documents of these sub-committees and councils shall be effective when adopted by a simple majority of attending voting members, provided that at least fifty percent (50%) of sub-committee members are BOD members.

14.4 Actions taken in implementation of decisions of the BOD, a BOD sub-committee, or a BOD sub-committee member shall be deemed legally valid even in cases where the election or appointment of sub-committee or BOD members may have been defective, unless such actions are contrary to applicable law, the Company's Charter, or this Governance Charter.

14.5 In addition to the matters set forth in Article 18.4, and on the basis of Articles 27 and 28 of the Charter, the BOD delegates and authorizes the Chairperson to decide on certain matters on behalf of the BOD between BOD meetings, but such decisions must be reported to the BOD at the next meeting.

14.6 Committees and councils established in an advisory and supportive capacity for the BOD and the Chairperson of the BOD shall not have decision-making authority in place of the BOD and the Chairperson unless fully authorized to do so pursuant to this Governance Charter or other BOD documents, or by the Chairperson within the respective scope of authority.

Article 15. Chairperson of the Board of Directors

15.1 The BOD shall select from among its members and elect one (01) Chairperson. The Chairperson of the BOD shall not concurrently hold the position of CEO of the Company.

15.2 Where the Chairperson of the BOD is absent, he/she shall authorize in writing another member to exercise the Chairperson's rights and duties in accordance with the principles set forth in the Company's Charter and this Governance Charter. Where no authorized person is designated, the remaining members shall by simple majority consensus select one of the members present to temporarily carry out the duties of the Chairperson.

15.3 The Chairperson of the BOD shall be accountable to the BOD and the GMS for his/her decisions within the scope of authority as prescribed in the Company's Charter and on matters delegated by the BOD under this Governance Charter.

15.4 Where the Chairperson of the BOD resigns or is removed from office, the BOD must elect a replacement within ten (10) business days from the date of receipt of the resignation letter or the date of removal.

15.5 The BOD shall establish detailed provisions on the scope, responsibilities, and authority of each sub-committee and its members. The qualifications and responsibilities of each sub-committee member shall be set out in compliance with the Company's Charter and applicable law, as well as in accordance with the Company's practical circumstances.

Article 16. Committees, Sub-Committees, and Councils of the BOD

16.1 Committees, sub-committees, and councils are bodies of the BOD established pursuant to Article 30 of the Charter. Based on Article 2 of this Governance Charter, at the time of issuance of this Governance Charter, the following committees have been established and are in operation:

- The Human Resources and Remuneration Committee (formed through the renaming of the Personnel Policy and Planning Committee); and
- The Development Policy Committee (formed through the renaming of the Strategy Council).

16.2 Unless otherwise required by relevant laws on corporate governance and the structure of BOD sub-committees, or as specifically provided herein, based on Article 30 of the Charter, the number of BOD members must constitute at least one-half of the total membership of each sub-committee.

16.3 Unless otherwise provided, decisions adopted by the above committees and councils pursuant to delegated BOD authority and as set forth in this Governance Charter by simple majority of attending members shall, once adopted, have equivalent force to decisions made by the BOD. The committees and councils shall report to the BOD on a quarterly basis on their activities and decisions adopted at the next BOD meeting.

16.4 The BOD may establish additional sub-committees on the basis of GMS resolutions.

16.5 The BOD shall establish detailed provisions on the scope, responsibilities, and authority of each sub-committee and its members. The qualifications and responsibilities of each sub-committee member shall be set out in compliance with the Company's Charter and applicable law, as well as in accordance with the Company's practical circumstances.

Article 17. Advisory and Support Bodies of the BOD

17.1 The Chairperson of the BOD may, from time to time, establish councils or other units as advisory and supporting bodies for the Chairperson of the BOD. At the time of issuance of this Governance Charter, the BOD has the following councils and advisory and support units established prior to April 12, 2012 (the date of the 2012 Annual GMS):

- Advisory Council; and
- Office of the Chairperson.

17.2 Documents issued by these committees and councils shall be of an advisory nature only, unless otherwise decided by the BOD or the Chairperson of the BOD.

Article 18. Duties and Powers of the BOD

18.1 The business and affairs of the Company shall be managed or directed by the BOD. The BOD shall be vested with full authority to exercise all rights in the name of the Company, except for matters that are within and must be decided by the GMS.

18.2 The BOD shall be responsible for supervising the CEO and other management officers.

18.3 The rights and obligations of the BOD are governed by applicable law, the Company's Charter, and GMS decisions. Specifically, the BOD shall have the following powers and duties:

- Approving annual and three-year business development plans and budgets (including amendments and supplements). Such plans and budgets shall include financial forecasts (income and expenditure plans, cash flow plans, balance sheets, investment and divestment plans) of the Company and Group companies on a consolidated basis;

- Approving the medium and long-term capital plans of the Company and its Group subsidiaries;
- Determining specific objectives, plans, and strategies of the Company and subsidiaries based on the development orientation approved by the GMS;
- Appointing and dismissing the CEO, Deputy CEOs, Chief Accountant, and determining their remuneration;
- Determining the organizational structure of the Company and the Group;
- Resolving the Company's complaints against management officers and deciding on the selection of the Company's representatives in legal proceedings involving such officers;
- Proposing the types of shares that may be issued and the total number of shares to be issued by type;
- Proposing the issuance of convertible bonds and warrants permitting the holder to purchase shares at a predetermined price;
- Approving the offering price for bonds, shares, and convertible securities where authorized by the GMS;
- Appointing, dismissing, and removing the Company's authorized representatives. Such removal shall not be in contravention of the contractual rights of the persons removed (if any);
- Reporting to the GMS on the BOD's appointment of the CEO;
- Proposing the annual dividend rate and determining the interim dividend rate; organizing dividend payments;
- Proposing the reorganization or dissolution of the Company and its subsidiaries.

18.4 Pursuant to Articles 153 and 167 of the Law on Enterprises 2020 and Article 27 of the Company's Charter, the following matters must be approved by the BOD:

- Establishment of branches or representative offices of the Company;
- Establishment, dissolution, and request for bankruptcy of the Company's subsidiaries within the Group; recommendation to the GMS for the reorganization, dissolution, or request for bankruptcy of the Company; approval of increases or decreases in charter capital of subsidiaries;
- Within the scope provided in Clause 2, Article 153 of the Law on Enterprises 2020, and except for matters under Clause 3, Article 167 of the Law on Enterprises 2020 that must be approved by the GMS and contracts of lesser value, the BOD shall from time to time decide the implementation, amendment, and cancellation of major contracts of the Company (including contracts for purchases, sales, mergers and acquisitions, joint ventures, and other contracts) with a value equivalent to five percent (5%) or more of the

Company's total assets as recorded in the most recent consolidated quarterly financial statements;

- Long-term borrowings (maturity exceeding one year) with a value equivalent to five percent (5%) or more of the Company's total assets as recorded in the most recent consolidated quarterly financial statements, and the execution of mortgages, security interests, guarantees, and indemnities in respect of such borrowings by the Company and Group companies; review and approval of the CEO's proposals for short-term borrowings that would cause total short-term debt of the Company to exceed the permitted limit;
- Investments not included in the business plan and budget exceeding ten percent (10%) of the annual business plan and budget value;
- The purchase or sale of shares and capital contributions in other companies established in Vietnam or abroad, except where such transactions fall outside the thresholds requiring BOD or GMS approval or have been included in the approved annual business plan and budget;
- The valuation of non-cash assets contributed to the Company (and Group subsidiaries) in connection with share or bond issuances, including gold, land use rights, intellectual property rights, technology, and technical know-how;
- The Company's repurchase or redemption of no more than ten percent (10%) of each class of shares;
- Determining the price for the Company's share repurchase or redemption;
- Approving the program and materials for GMS meetings, convening GMS meetings, or soliciting shareholder opinions for GMS decision-making;
- At the close of each financial year, submitting to the GMS the reports required by law;
- Recommending the dividend rate to be paid; determining the timeline and procedures for dividend payments or handling of losses incurred in the course of business; and
- Supervising the Capital Contribution Representatives of the Company in accordance with Article 46.1(f) of the Company's Charter.

18.5 Within the scope of Articles 27 and 28 of the Company's Charter and Article 18 of this Governance Charter, in addition to the matters set forth in Article 18.4 above, the BOD delegates and authorizes the Chairperson of the BOD and the BOD's committees, sub-committees, and councils to decide on certain matters on behalf of the BOD as set out in this Governance Charter between BOD meetings, subject to reporting back to the BOD at the next meeting.

Article 19. Duties and Powers of the Chairperson

19.1 The Chairperson of the BOD is responsible for directing BOD operations between meetings, reviewing and deciding on corporate governance matters in accordance with the Company's Charter, internal regulations, and applicable law, and performing the functions, duties, and powers set forth in the Charter and this Governance Charter, as well as other rights and obligations permitted under this Governance Charter and other Company regulations.

19.2 Pursuant to Article 28.4 of the Company's Charter, the Chairperson shall have the following duties and powers:

- Convening and chairing the GMS and BOD meetings, whether annual or extraordinary;
- Ensuring that the BOD delivers annual financial statements, Company activity reports, auditors' reports, and BOD inspection reports to shareholders at the GMS;
- Formulating the BOD's work plan and schedule; organizing the preparation of content, convening, and chairing BOD meetings to deliberate and decide on matters within the BOD's authority;
- Deciding to solicit written opinions from BOD members to pass matters within the BOD's decision-making authority under Article 18.4 in cases where convening an extraordinary BOD meeting is deemed unnecessary; approving the form and content of the Ballot;
- Signing, on behalf of the BOD, decisions and other BOD documents following the agreement of a majority of BOD members (evidenced directly by adoption of Minutes or Resolutions at a meeting, or indirectly through written consultation) on matters within the BOD's decision-making authority; signing other major contracts on behalf of the BOD on matters delegated by the BOD;
- Assigning duties to BOD members in the performance of corporate governance functions; monitoring and supervising BOD members in the execution of corporate governance duties; evaluating the performance of each member, sub-committee, and BOD council at least once per year, and confirming satisfactory performance to the GMS prior to re-appointment or removal;
- Inspecting, supervising, and directing Senior Management Officers and Capital Contribution Representatives of the Company in enterprises and Group companies in the implementation of GMS, BOD, Chairperson, and BOD sub-committee decisions, and in compliance with the Charter, regulations, and corporate governance of the Company and the Group;
- Based on proposals from the CEO and the HR&RC, deciding on the appointment and removal of functional directors, department heads and deputies, and branch directors and representative office heads of the Company;
- Deciding on the following matters, but shall notify all BOD members at the next BOD meeting:

(i) Deciding the establishment, modification, or dissolution of support units of the BOD; deciding on the appointment, removal, or change of personnel of such units;

(ii) Signing, amending, supplementing, or terminating employment contracts with Management Officers on behalf of the BOD; deciding on the appointment, removal, and transfer of

chairpersons, BOD/board of members members, CEOs/directors, and deputy CEOs/directors of Group companies under the Company's control, based on proposals from the CEO, HR&RC, and Capital Contribution Representatives at relevant companies;
(iii) Deciding the appointment, authorization, change, and removal of Capital Contribution Representatives of the Company in enterprises, based on proposals from the HR&RC; instructing such individuals to protect the legal rights and interests of the Company in the relevant enterprises and to implement measures to preserve and develop the Company's capital invested therein;
(iv) Deciding dividend distributions and profit allocations of subsidiaries; deciding on matters related to enterprises in which the Company holds capital contributions pursuant to BOD delegation as provided in this Governance Charter; and
(v) In relation to a project or contract package under a Company investment project approved by the BOD, having authority to decide on the tendering plan, estimates, tender documents (including evaluation criteria), tender results, contractor approval, final accounts, and other related matters.

- Other rights and duties as provided by law, the Charter, this Governance Charter, and other Company regulations.

CHAPTER V
WORKING ARRANGEMENTS, REMUNERATION, AND EXPENSES OF THE BOARD OF DIRECTORS

Article 20. Working Arrangements

The Chairperson and BOD members shall work under the following arrangements:

- Full-time BOD members: including the Chairperson of the BOD and members working full-time for the Group.
- Part-time BOD members: including BOD members not regularly engaged at the Company.

Article 21. Remuneration, Fees, and Operating Expenses of BOD Members

21.1 The salary, remuneration, and operating expenses of the Chairperson and BOD members shall be determined by the BOD based on whether each member works on a full-time or part-time basis, within the limits approved annually by the GMS.
21.2 BOD members shall be entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in performing their duties as BOD members, at rates approved by the BOD, including expenses incurred in attending BOD meetings, BOD committee meetings, or the GMS. BOD members shall provide the Company with invoices and receipts related to expenses directly incurred by them (excluding expenses directly paid by the Company).
21.3 The total remuneration paid to all BOD members must be disclosed in the Company's Financial Statements and Annual Report.

21.4 Full-time BOD members, in addition to their remuneration as BOD members, shall receive a salary under the Company's salary scale and grades, included in the annual operating budget approved by the BOD.

CHAPTER VI
BOARD OF DIRECTORS MEETINGS

Article 22. Regular Meetings

22.1 The BOD shall hold regular quarterly meetings no later than the last business day of the first month of the following quarter, unless the Chairperson determines otherwise. The specific meeting date shall be decided by the Chairperson of the BOD in consultation with BOD members. Attendees shall include BOD members, BOS members, the CEO, the Secretary, and others as decided by the Chairperson. BOD members must attend meetings on time and in the required composition. In the event of absence, a BOD member must authorize a person of adequate moral character and competence as required by applicable law and this Governance Charter to attend the BOD meeting, or submit written opinions on matters expected to be approved at the BOD meeting.

22.2 Regular BOD meetings shall be convened and chaired by the Chairperson. If a regular meeting is not held as scheduled, the Chairperson must notify BOD members at least one (01) business day in advance.

22.3 Prior to regular meetings, the Chairperson of the BOD shall request the CEO to prepare a report on quarterly business results, projected results for the next quarter, and matters requiring BOD resolution.

22.4 Meeting invitations and the proposed agenda shall be sent to members, the Head of the Board of Supervisors, and the CEO (by email, fax, or express delivery) at least ten (10) business days before the scheduled meeting. BOD members, the Head of the Board of Supervisors, and the CEO may request the Chairperson to add matters deemed important and urgent to the agenda. Such requests must be submitted to the Chairperson within four (4) business days of the meeting notice being sent so that the Chairperson may decide on inclusion in the official agenda. The Chairperson may require the party requesting the addition to provide relevant documentation. If no changes or additions are requested within the foregoing period, the agenda shall be deemed accepted in full and no further changes or additions may be made, unless the BOD decides otherwise by simple majority. The final official agenda (not subject to further change or addition) and official meeting materials shall be sent to attendees no later than five (5) business days before the scheduled meeting. Where necessary, the BOD may vote in writing to waive the foregoing timelines for a particular occasion.

22.5 The agenda of regular BOD meetings shall include:

- Assessment of the results and performance of the previous quarter, approval of and discussion on directions for implementation of the next quarter's work plan;

- Receiving the CEO's report and providing input regarding the implementation of prior BOD decisions and important decisions made by the Chairperson between meetings;
- Semi-annual reports by BOD sub-committees;
- Discussion and decision on matters related to the implementation of the Company's quarterly and annual objectives and work programs;
- Adoption of newly developed or amended and supplemented regulations and rules within the BOD's issuance authority;
- Discussion and decision on other relevant matters within the BOD's authority; and
- Other items included in the official agenda as notified by the Chairperson under Article 22.4 above.

22.6 Annually, the BOD shall require its independent member(s) to report on BOD activities, and such report must be disclosed at the annual GMS.
22.7 With respect to the annual performance evaluation, commendation, and disciplinary review of BOD members: each year, the BOD shall convene a meeting to evaluate each member's performance against assigned duties. On that basis, the BOD shall recommend commendation or disciplinary measures (if any) for approval by the GMS.

Article 23. Extraordinary Meetings

23.1 The Chairperson of the BOD shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairperson of the BOD must convene a BOD meeting without unreasonable delay upon written request from any of the following parties, setting out the purpose of the meeting and matters to be discussed:

- The CEO or at least five (05) other management officers;
- At least two (02) executive members of the Board of Directors;
- The Board of Supervisors or an independent member.

23.2 The Chairperson of the BOD shall send the meeting convocation notice within five (05) business days from the date of receipt of the request under Clause 1 of this Article. BOD meetings must be held within seven (07) days after the meeting request is received.
23.3 The agenda of extraordinary meetings shall be determined by the Chairperson of the BOD or prepared by the party requesting the convocation of the extraordinary meeting. Meeting materials for extraordinary meetings must be sent to BOD members at least five (5) business days before the scheduled meeting, unless the Chairperson of the BOD specifies otherwise.
23.4 Where necessary, the BOD may vote in writing to waive the foregoing timelines.

Article 24. Quorum Requirements for Valid BOD Meetings

24.1 A BOD meeting may proceed when three-fourths (3/4) or more of the total members are present, including by valid proxy. Members not physically present may vote through written ballots. Written ballots must be placed in a sealed envelope and delivered to the Chairperson of the BOD no later than one hour before the meeting convenes. Ballots may only be opened in the presence of all meeting attendees.

24.2 If the first meeting fails to proceed due to insufficient attendance, the Chairperson of the BOD shall convene a second meeting within a maximum of seven (07) days from the date of the failed first meeting. The second BOD meeting shall require attendance by more than one-half of BOD members.

24.3 A BOD member shall be automatically removed from office if they fail to participate in BOD activities for six (6) consecutive months, except in cases of force majeure confirmed by the Chairperson. A BOD member shall not be absent from BOD meetings more than once per year, failing which the matter shall be subject to review, and in serious cases the member may be recommended for removal at the next GMS meeting.

Article 25. Conduct of BOD Meetings

25.1 The Chairperson of the BOD shall preside over and chair BOD meetings (whether regular or extraordinary). Where the Chairperson is absent, the BOD member authorized by the Chairperson shall preside over and chair the meeting.

25.2 Each BOD member shall have one (1) vote of equal weight. BOD decisions on matters under Article 18.4 shall be effective only if approved by more than fifty percent (50%) of attending BOD members. In the event of a tie, the decision shall be determined by the side with which the Chairperson's vote is cast.

25.3 For important matters concerning personnel, capital, the Company's interests, and the obligations of BOD members, Board of Supervisors, and the CEO, the presiding officer of the BOD meeting may decide to conduct a secret ballot.

25.4 Where a vote is to be taken on a commercial contract or civil covenant to which a party is a BOD member of the Company, or an organization or individual directly related to a BOD member, such member shall not participate in the vote and shall also not be counted toward the quorum required to hold the meeting.

Article 26. Minutes and Resolutions of BOD Meetings

26.1 The Meeting Secretary shall record the minutes of BOD meetings. The contents of each BOD meeting and the opinions expressed by each BOD member shall be accurately and fully recorded by the Secretary in the minutes, bearing the full name and signature of the Chairperson and Secretary. The Chairperson and Secretary shall be responsible for the accuracy and truthfulness of the BOD Meeting Minutes. BOD Meeting Minutes and materials used in meetings shall be kept at the Company's principal office.

26.2 Based on the BOD Meeting Minutes, the Chairperson of the BOD, on behalf of the BOD, shall sign and issue the Meeting Resolution and Decisions containing matters unanimously approved by BOD members at the meeting.

26.3 The Secretary shall be responsible for reproducing or excerpting and distributing BOD decisions from meetings to BOD members, the Head of the Board of Supervisors, the CEO, and other relevant Company members within no more than three (3) business days from the date on which all attending BOD members have signed the Minutes.

Article 27. BOD Decision-Making by Written Ballot

27.1 Between meetings, the Chairperson of the BOD shall decide to solicit written ballots from BOD members to pass matters within BOD authority under Article 18.4 above. Ballots shall be accompanied by the CEO's submission (if any) and documentation relevant to the matter being voted on.

27.2 Written consultation in ordinary cases: Within a maximum of seven (07) business days from the date of receipt of the ballot and complete accompanying documentation, BOD members shall review and decide on the ballot and return it to the Company. Ballots and materials may be submitted by:

- Correspondence: by express delivery to the Office of the Chairperson;
- Fax: Ballots sent by fax to the Office of the Chairperson shall have equivalent force to the original signed copy;
- Email: Where voting by email, the voter must send their vote from their officially registered mailbox to the official email address of the Chairperson, the Office of the Chairperson, or another email address designated by the BOD from time to time.

27.3 In urgent cases or as required by business operations, the Chairperson of the BOD shall decide to conduct an expedited written consultation (the nature of the consultation will be noted on the ballot). Within a maximum of twenty-four (24) hours from the time of dispatch of the ballot and accompanying documentation, BOD members shall review and decide on the ballot and submit their votes to the Company by the following means:

- Written document delivered directly to the Office of the Chairperson;
- Fax to the Office of the Chairperson; or
- Email to the Chairperson's or Office of the Chairperson's email address.

27.4 The Office of the Chairperson shall be responsible for tallying the ballots and preparing the ballot count minutes under the supervision of a Board of Supervisors representative. The BOD Decisions, ballot count minutes, and other relevant documentation shall be sent to all BOD members.

27.5 BOD decisions shall be effective only when approved by more than fifty percent (50%) of BOD members entitled to vote by written consultation who submit votes in favour. The results of ballot voting shall have the same effect as decisions made at a regular BOD meeting.

27.6 In cases where a ballot contains a dissenting vote or a differing opinion, the member concerned shall immediately communicate with the Chairperson of the BOD by telephone or in writing regarding the reasons and concerns.

CHAPTER VII
BOARD OF SUPERVISORS AND SUPERVISORS

Article 28. Nomination and Candidacy of Supervisors

28.1 The nomination and candidacy of Supervisors shall follow procedures analogous to those set forth in the Company's Charter.

28.2 Shareholders may aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) up to four (04) candidates; and from fifty percent (50%) to less than sixty percent (60%) up to five (05) candidates.

28.3 Where the number of Board of Supervisors candidates through nomination and self-candidacy remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanisms set forth in the Company's Charter and this Governance Charter. The mechanism by which the incumbent Board of Supervisors nominates Board of Supervisors candidates must be clearly disclosed and approved by the GMS prior to the nomination being conducted.

Article 29. Supervisors

29.1 The Company shall have three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected without limitation on the number of terms.

29.2 Supervisors must meet the qualifications and conditions prescribed in Article 169 of the Law on Enterprises 2020, the Company's Charter, and must not fall within the following categories:

- Persons working in the accounting or finance department of the Company;
- Members or employees of an independent audit firm performing the audit of the Company's financial statements in the three (03) preceding years.

29.3 Supervisors must have been trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities.

29.4 The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities.

Article 30. Procedure for Electing Supervisors

30.1 The election of Supervisors shall follow the principle of cumulative voting. The Company shall apply the guidance set out in the Company's Charter, the Law on Enterprises, and related implementing regulations.

30.2 For the election of the Head of the Board of Supervisors, the Supervisors shall elect one (01) from among themselves to serve as Head by a majority vote.

Article 31. Removal and Dismissal of Supervisors

31.1 A Supervisor shall be removed from office in the following cases:

- The Supervisor no longer meets the qualifications and conditions for serving as a Supervisor as required by the Law on Enterprises;
- The Supervisor fails to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- The Supervisor submits a resignation letter that is accepted;
- Other cases as provided by applicable law and this Charter.

31.2 A Supervisor shall be dismissed in the following cases:

- The Supervisor fails to complete assigned duties and tasks;
- The Supervisor seriously or repeatedly violates Supervisor obligations under the Law on Enterprises and the Company's Charter;
- Pursuant to a GMS decision;
- Other cases as provided by applicable law and the Company's Charter.

Article 32. Notification of Election, Removal, and Dismissal of Supervisors

The Company shall promptly, timely, and lawfully disclose information on its official website regarding changes in the election, removal, and dismissal of Supervisors, and shall comply with all other disclosure obligations to the State Securities Commission of Vietnam regarding such changes as applicable to listed companies.

CHAPTER VIII
COMMITTEES AND SUPPORT BODIES OF THE BOARD OF DIRECTORS

Article 33. Development Policy Committee

33.1 Functions, Duties, and Powers:
(a) The Development Policy Committee is a sub-committee of the BOD responsible for researching directions, formulating, directing, and supervising matters relating to the operational strategy and implementation of strategy across the Group based on strategies approved by the GMS and BOD.
(b) The Development Policy Committee's principal duties include:

- Assisting the BOD in formulating annual, medium-term, and long-term strategies for the Group;
- Identifying new business opportunities of strategic significance for the Group;
- Directing the conduct of the Group's annual strategy conference and at member companies;

- Reviewing reports on the implementation of strategies; deciding or approving proposals to adjust implementation before submission to the BOD for final input;
- Establishing, maintaining, and developing the Group's strategic partnerships.

33.2 Organizational Structure

(a) Members of the Development Policy Committee shall include:

- The Chairperson of the BOD, who concurrently serves as Chairperson of the Development Policy Committee;
- Full-time BOD members;
- The CEO; and
- Other members appointed by the Chairperson.

(b) The Chairperson may invite other individuals to attend committee sessions, but such individuals shall not have voting rights.

(c) The Committee shall hold regular quarterly meetings or extraordinary meetings at the Chairperson's discretion. The Chairperson of the BOD may invite others to attend meetings to consult their opinions.

Article 34. Human Resources and Remuneration Committee

34.1 Function and Organization

(a) The Human Resources and Remuneration Committee (HR&RC) is a body under the BOD responsible for directing the formulation of human resources policy frameworks and processes for the entire Group for submission to the BOD for approval and issuance, and for supporting the BOD in the selection, nomination, appointment, dismissal, remuneration, and performance evaluation of BOD members, Executive Management, legal representatives, and other senior management positions.

(b) The HR&RC shall have a minimum of two (02) members, of whom at least fifty percent (50%) must be BOD members. The Chairperson of the Committee must be a BOD member. The Chairperson and members of the HR&RC shall be appointed and removed by the BOD from time to time on the recommendation of the Chairperson of the BOD. The HR&RC shall have the same term of office as the BOD.

(c) The Committee may have a secretariat, the composition of which shall be determined by the Chairperson of the BOD at the relevant time, and such decision must be reasonably made. Secretariat staff shall not have decision-making authority equivalent to that of Committee members.

34.2 Duties and Powers

The functions and duties of the Committee shall be set out in the Committee's Terms of Reference, including the following key matters:

- Preparing an annual work plan; periodically evaluating and adjusting the annual work plan as necessary and submitting it to the BOD for approval.
- Formulating human resources policies and processes for the entire Group for submission to the BOD for approval and issuance.
- Advising the BOD, the Chairperson of the BOD, and the CEO on matters related to human resource management.
- Proposing BOD approval for the appointment and removal of the Company's Human Resources Director to the Chairperson of the BOD.
- Formulating competency frameworks and qualification standards for senior leadership positions within the Group.
- Developing policies and processes relating to the nomination, appointment, remuneration, and performance evaluation of BOD members, Executive Management, representatives, and other senior management positions of the Company and Group companies.
- Formulating and submitting to competent authorities for approval the remuneration policies for Senior Management Officers appointed by the BOD.
- Preparing and recommending to the BOD or Chairperson succession plans for positions appointed or subject to the opinion of the BOD or Chairperson;
- When new elections are required for BOD/board of members members, Executive Management, or senior management officers of the Company or Group companies, the Committee shall assess the structure, qualifications, and competence of the relevant unit to determine the role, responsibilities, and competency requirements for the position, and participate in the candidate nomination process;
- Periodically reviewing the structure, size, and competency standards (including skills, professional qualifications, and experience) of the BOD and recommending necessary changes to the BOD.
- Periodically reviewing the relevance of policies and requiring the Human Resources function to revise and improve them as needed.
- Periodically reviewing the appropriateness of remuneration schemes and policies and recommending amendments to the BOD as necessary.
- Periodically evaluating human resource needs and directives of the Company, as well as market remuneration trends, to make timely adjustments.
- Reviewing and approving template employment contracts for use with BOD members, sub-committees, and the Company's Executive Management, applicable to BOD/board of members members, executive management, and senior management officers of Group companies.
- The Committee shall be entitled to engage external legal counsel and advisors within approved budgets for advice on matters within the scope of the Committee's

responsibilities. The Committee shall establish selection criteria, select advisors, and define terms of reference for external advisors.

34.3 Operations and Performance Evaluation of the HR&RC

(a) The Chairperson and members of the Committee shall have clearly assigned roles and responsibilities and shall hold regular meetings at least once every three months or when issues arise. The Committee shall operate on a collective basis and decide by majority vote of Committee members.

(b) The Executive Management shall be responsible for preparing proposals on matters within the Committee's authority, having regard to the input of the Chairperson of the BOD, before submitting to the Committee for consideration and decision.

(c) The Committee shall keep minutes of meetings and report its activities to the Chairperson of the BOD and the BOD;

(d) Annually, Committee members shall conduct a self-evaluation of their activities and submit the evaluation to the Chairperson of the BOD and the BOD;

(e) The Committee shall be entitled to obtain information from any employee of the Company or the Group in order to carry out its responsibilities.

Article 35. Advisory Council

35.1 Organizational Structure

(a) Members of the Advisory Council shall be persons who participated in founding the Company at its inception, hold significant shareholdings in the Company, or have made substantial long-term contributions to the Company, appointed and removed by the Chairperson of the BOD from time to time.

(b) The Council shall have no fewer than seven (7) and no more than fifteen (15) members.

(c) The Council shall have the same term as the BOD. The Chairperson of the BOD may add, replace, or remove Council members at any time during the term.

(d) The Chairperson of the BOD concurrently serves as Chairperson of the Advisory Council.

35.2 Powers and Duties of the Council

(a) The Advisory Council shall be responsible for advising and making recommendations to the BOD and the Chairperson of the BOD on matters relating to annual, medium-term, and long-term strategy for the Company, sustainable and long-term development orientation, key issues for the Company, and the preservation and development of the Company's values, corporate culture, and the unity of the entire Group. The Council is entitled to submit recommendations and proposals to the BOD and the Chairperson of the BOD.

(b) Assisting the Company and the Group in establishing, maintaining, and developing relationships with government agencies at central and local levels, foreign government authorities, and domestic and international partners;

(c) Identifying new business opportunities of strategic significance for the Company;

(d) Directing the conduct of the Company's annual strategy conference and at member companies;
(e) Reviewing reports on the implementation of strategies; deciding or approving proposals to adjust implementation;
(f) Updating on the political, economic-social situation, policy trends, market trends, and market feedback that may affect the Group's operations and short-term and long-term strategy;
(g) Reviewing and making recommendations to the BOD and the Chairperson of the BOD on senior personnel of the Company.
(h) Undertaking duties assigned by the BOD and the Chairperson of the BOD from time to time.

35.3 Council Operations
(a) The Chairperson of the Council may convene Council meetings at any time. The Office of the Chairperson of the BOD shall send invitations along with the proposed meeting content to members no later than three (03) business days before the meeting.
(b) The Advisory Council shall hold regular quarterly sessions within seven (7) days before each regular BOD meeting, or at such other times as the Chairperson determines.
(c) The Chairperson of the Council shall convene a meeting when more than one-third of Council members request a meeting along with a proposed agenda. Meeting invitations shall be sent no later than seven (07) days from the date the Chairperson receives the request from the requesting members.
(d) Council resolutions may be adopted electronically or in writing following the same mechanism as the BOD. The Chairperson shall periodically report to the BOD on Advisory Council activities.

Article 36. Office of the Chairperson

36.1 Functions and Duties:
(a) The Office of the Chairperson performs the function of Company Secretary and Corporate Governance Officer as required by applicable law and the Company's Charter, and simultaneously serves as a support body under the BOD responsible for assisting the BOD and the Chairperson of the BOD in the performance of the BOD's and Chairperson's functions and duties.
(b) The Office of the Chairperson shall have the following specific duties:

- Assisting the Chairperson of the BOD in performing the Chairperson's functions;
- Carrying out preparatory work for the organization of BOD meetings as directed by the Chairperson of the BOD, including: notifying participants of the schedule, time, and venue; preparing the meeting agenda for the Chairperson's approval; collecting and preparing all necessary documentation to accompany the agenda, including materials and information for BOD review prior to the meeting; advising on procedural matters for meetings, written consultations, decision-making procedures, and BOD authority;

preparing and maintaining meeting minutes; and providing meeting minutes to authorized persons upon request.

- Performing administrative functions in support of the Chairperson of the BOD;
- Assisting the Chairperson of the BOD in organizing GMS meetings in compliance with applicable law and the Company's Charter;
- Introducing newly appointed BOD members to their statutory rights and obligations under applicable law and the Company's Charter upon their appointment;
- Supervising the implementation of strategic projects initiated by the BOD and the Chairperson.

36.2 Organizational Structure:
(a) The Office of the Chairperson shall comprise the Chief of Office and Deputy Chief of Office, appointed and removed by the Chairperson from time to time.
(b) The Chief of Office may propose the organizational structure and composition of the Office of the Chairperson for the Chairperson's decision.
(c) Staff of the Office of the Chairperson shall be individuals with professional expertise or relevant experience to assist the Chairperson.

Article 37. Corporate Governance Officer

37.1 The Board of Directors shall appoint at least one (01) person to carry out the duties of Corporate Governance Officer. The Corporate Governance Officer may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises 2020.
37.2 The Corporate Governance Officer must have knowledge of applicable law and shall not simultaneously work for the independent audit firm currently auditing the Company's financial statements.
37.3 The Corporate Governance Officer shall have the following rights and obligations:

- Advising the Board of Directors on organizing GMS meetings in accordance with regulations and on matters relating to the Company's interaction with shareholders;
- Preparing BOD, Board of Supervisors, and GMS meetings at the request of the BOD or Board of Supervisors;
- Advising on meeting procedures;
- Attending meetings;
- Advising on the procedure for preparing BOD resolutions in compliance with applicable law;
- Providing financial information, copies of BOD meeting minutes, and other information to BOD members and Supervisors;
- Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

- Maintaining confidentiality of information in accordance with applicable law and the Company's Charter;
- Other rights and obligations as provided by applicable law and the Company's Charter.

37.4 The GMS authorizes the Company's BOD to review and issue specific regulations on the qualifications of the Corporate Governance Officer, appointment procedures, dismissal and removal circumstances, and the disclosure of such appointments and removals.

CHAPTER IX
EXECUTIVE MANAGEMENT

Article 38. Organizational Structure of Executive Management

38.1 The Company's management system shall ensure that the Executive Management is accountable to and operates under the leadership of the BOD. The Company's management apparatus is headed by the Executive Management comprising one (01) Chief Executive Officer (CEO), Deputy Chief Executive Officers, one (01) Chief Accountant, functional directors, and other positions appointed by the BOD from time to time.

38.2 Executive Management members shall be appointed, dismissed, and removed by the BOD and, as applicable, by the Chairperson in accordance with the Company's Charter and this Governance Charter, with the responsibility to manage the day-to-day business operations of the Company and the Group in accordance with BOD directives and under the leadership of the CEO.

38.3 The Company's Executive Management shall include the following standing members:

- Chief Executive Officer (CEO);
- Deputy Chief Executive Officers;
- Chief Accountant; and
- Functional Directors, being persons who lead, manage, and are directly responsible for a specific functional area (e.g., CFO, HR Director, Quality Director, etc.). Functional Directors bear full and direct responsibility before the CEO and the BOD for all matters relating to their assigned functional area. Where a functional area is subdivided and carried out by multiple divisions, departments, or units, the heads of such divisions, departments, or units shall be under the leadership and management of the respective Functional Director and shall report directly to the Functional Director on the activities of their respective division, department, or unit.

38.4 The BOD shall appoint a BOD member or another person as CEO; it shall execute a contract specifying salary, remuneration, benefits, and other related terms. Information on the CEO's and other management officers' salary, allowances, and benefits must be reported at the annual GMS, in the annual financial statements, and included in the Company's Annual Report.

38.5 The terms of office of the CEO, Deputy CEOs, and Chief Accountant shall be three (03) years and may be renewed. Appointments may lapse in accordance with provisions in the employment contract. The CEO, Deputy CEOs, and Chief Accountant must not be persons legally prohibited from holding these positions.

38.6 Salary, remuneration, benefits, and other terms of employment contracts for Senior Management Officers shall be determined by the BOD based on the recommendations of the Chairperson and the HR&RC. Contracts with Functional Directors and other senior officers shall be decided by the Chairperson of the BOD after consultation with the HR&RC and the CEO.

38.7 Deputy CEOs and Functional Directors may specialize in and be responsible for a specific segment of the Company's business operations depending on assignment and delegation by the CEO, or direct assignment by the BOD. When designated by the Chairperson of the BOD, a Deputy CEO may represent the CEO before partners and State authorities when the CEO is absent or unable to exercise the CEO's authority for any reason. Where the CEO becomes incapable of exercising the CEO's authority, the Chairperson of the BOD may temporarily designate a Deputy CEO as acting CEO until the CEO is capable of resuming the position. Such temporary appointment shall be submitted for BOD approval at the next BOD meeting.

Article 39. Operating Principles of the Executive Management

39.1 The Executive Management, under the leadership of the CEO, shall operate independently within the duties and powers prescribed by the Law on Enterprises, relevant laws, the Company's Charter, and related regulations, and shall be directly accountable to the BOD for all its activities.

39.2 The CEO is the legal representative of the Company and shall be responsible for managing all day-to-day operations of the Company in compliance with applicable law, the Company's Charter, BOD Resolutions and Decisions, and Chairperson directions.

39.3 Persons elected to the position of CEO and other management officers shall be responsible for accepting the handover and immediately assuming the duties of their appointed position. Persons removed or dismissed shall be responsible for handing over their duties to newly appointed persons, or to remaining Executive Management members (in cases where replacement members have not yet been appointed), within five (05) business days from the date the removal or dismissal decision takes effect, and shall bear individual responsibility for all activities performed during their tenure as Executive Management members.

Article 40. Functions, Duties, and Powers of the Executive Management

- Implementing GMS, BOD, and Chairperson of the BOD decisions.
- Supervising and evaluating Functional Directors and other management positions.
- Proposing strategies and implementing approved strategies and business plans.
- Identifying, proposing, and implementing approved investment projects;
- Preparing the Company's and Group's three-year business plan for annual submission to the BOD for review and approval.
- Preparing the Company's and Group's annual work plan and budget.

- Implementing the three-year business plan and the Company's and Group's annual work plan and budget following BOD approval.
- Carrying out duties delegated by the BOD and the Chairperson, and transactions within the ordinary course of the Company's and Group's business operations.
- Proposing and implementing financial objectives and action plans approved by competent authorities under this Governance Charter or within the authorized scope.
- Identifying and managing risks encountered by the Company and the Group in the course of business operations.
- Formulating, maintaining, and periodically evaluating financial control systems, financial processes, and financial regulations of the Company and the Group within the decision-making authority of the Executive Management and the CEO, and verifying compliance, with particular attention to financial control measures applicable to financial reporting and information disclosure.
- Supervising and directing the day-to-day business operations of Group enterprises in accordance with resolutions, decisions, and orientations of the GMS, BOD, and Chairperson of the Company.
- Performing other functions as required by law and the corporate governance system.

Article 41. Duties and Powers of the Chief Executive Officer

41.1 The CEO is the legal representative of the Company, responsible for managing all day-to-day operations of the Company and the Group in compliance with applicable law, the Company's Charter, BOD Resolutions and Decisions, and Chairperson directives.

41.2 The CEO, on behalf of the Executive Management, shall decide on matters relating to the day-to-day business operations of the Company and the Group, except for matters within the authority of the GMS, BOD, Chairperson, BOD sub-committees, and other matters not within the CEO's authority.

41.3 In addition to the duties and powers set forth in the Company's Charter and other regulations, the CEO shall have the following rights and duties:

- Overall responsibility for the management and general direction of daily affairs within the Executive Management;
- Approving and issuing, on behalf of the Executive Management, operational procedures of the Company and the Group, and processes related to the daily business activities and operations of the Company and the Group;
- Organizing the implementation of BOD and Chairperson decisions;
- Organizing the implementation of the business plan and investment plan of the Company and the Group;
- Assigning duties to standing members of the Executive Management.
- Having the right to reserve a dissenting opinion before the GMS where the CEO's opinion is overruled or not approved;

- Having the right to recruit, sign recruitment decisions, appoint, and remove positions within the Company not falling within the authority of the BOD or Chairperson, subject to compliance with the organizational chart approved by the competent authority under this Governance Charter;
- Having the right to recommend to the Chairperson of the BOD for approval the appointment, removal, and transfer of CEOs/directors, deputy CEOs/directors (or equivalent positions), and chief accountants of Group companies, following consultation with the HR&RC, the relevant Functional Director at Company level, and the Capital Contribution Representative at the relevant companies.
- Recommending to the Chairperson of the BOD the number and types of Management Officers the Company needs to recruit, for BOD consideration to ensure effective management operations, and advising the BOD on determining the salary, remuneration, benefits, and other employment contract terms of such officers;
- Having the right to decide on salary grades, salary levels, bonuses, and allowances for staff and employees in accordance with position salary scales, the Remuneration Regulations, and other internal Company regulations issued by the BOD, within the scope of the CEO's recruitment, appointment, and removal authority;
- Recommending the organizational structure and internal management regulations of the Company and the Group;
- Signing decisions, directives, and documents related to daily business operations of the Company and the Group within the CEO's authority as provided in the Company's Charter and this Governance Charter;
- Providing periodic and ad hoc reports (as requested by the BOD, Chairperson, or BOS) on the business operations of the Company and the Group as provided in the Company's Charter and this Governance Charter;
- Coordinating the annual financial statement audit of the Company and the Group;
- Executing transaction, business, and procurement contracts for the Company within the CEO's authority as prescribed in the Company's Charter, Financial Regulations, and the Company's Authority Delegation and Financial Approval Regulations. Specifically:

(i) Executing short-term loan agreements; other loan agreements approved by the competent authority under this Governance Charter;

(ii) Deciding on fixed asset and equipment investment values based on the approved annual procurement plan and in compliance with procurement tendering regulations to ensure the Company's best interests;

(iii) Deciding on the disposal and sale of fully depreciated fixed assets or not-yet-fully-depreciated fixed assets with an original cost of less than ten percent (10%) of the fixed asset value recorded in the Company's most recent financial statements;

(iv) Approving Company operating expenses in accordance with the plan approved by the competent authority under this Governance Charter.

- Exercising other rights and duties as directed by the BOD and the Chairperson.

41.4 Where absent for more than fifteen (15) days, the CEO must authorize one or more Executive Management members to perform management duties on the CEO's behalf, and must report to the Chairperson of the BOD on the duration, reason for absence, and the designated replacement or authorized persons.
41.5 The GMS authorizes the BOD to issue regulations on circumstances in which the CEO and the Board of Supervisors may request the convening of BOD meetings and matters on which BOD opinions must be sought, in compliance with the Company's Charter, the Law on Enterprises, and applicable regulations.

Article 42. Duties and Powers of the Deputy Chief Executive Officers

In addition to duties and powers set forth in the Company's Charter and other regulations, the Deputy CEOs shall have the following rights and duties:

- Advising and supporting the Chairperson and CEO in directing and managing the operations of the Company and the Group;
- Performing duties assigned by the BOD, Chairperson, and CEO;
- Managing and supervising, on behalf of the CEO, within the scope of assigned responsibilities;
- Providing periodic or ad hoc reports as required by the CEO on assigned duties and areas;
- Proposing opinions and measures for resolving issues relating to assigned duties, and providing input on other issues related to the organization and operations of the Company and the Group;
- When authorized to act as CEO, the Deputy CEO shall bear full responsibility before the BOD, GMS, and the State for decisions made during the authorized period, and shall report to the CEO on matters resolved during the CEO's absence.

Article 43. Working Arrangements

43.1 The Executive Management shall operate on a collective basis, holding regular weekly or extraordinary meetings to decide on matters within its duties and authority.
43.2 The Executive Management must hold weekly briefing meetings with the directors of member companies throughout the Group.
43.3 The CEO shall chair and decide on matters raised at Executive Management meetings.

CHAPTER X
WORKING RELATIONSHIPS BETWEEN THE BOARD OF DIRECTORS AND OTHER DEPARTMENTS OF THE COMPANY

Article 44. Working Relationship Between the BOD and the Board of Supervisors

44.1 The Chairperson must send notices and accompanying materials inviting the Board of Supervisors to attend BOD meetings. At such meetings, the BOD must listen to and respect the opinions, proposals, and recommendations of the Board of Supervisors.

44.2 The BOD must create conditions for the Board of Supervisors to carry out regular and ad hoc, on-site and/or remote inspection and oversight activities within the functions, duties, and authority of the Board of Supervisors.

44.3 Upon receipt of inspection reports or summary inspection reports from the Board of Supervisors, the BOD must review them and direct the CEO to coordinate in developing a remediation and corrective action plan. The BOD shall apply strict remedial measures against units and individuals that evade, delay, or refuse to rectify errors or remediate violations following inspection and oversight by the Board of Supervisors.

44.4 On a quarterly basis, the Chairperson of the BOD and the Head of the Board of Supervisors shall hold a joint meeting to exchange views on Company matters within the authority of the BOD, the Board of Supervisors, and the Executive Management.

44.5 With respect to the annual performance evaluation, commendation, and disciplinary review of Supervisors: each year, the BOD shall convene a meeting to evaluate each member's performance against assigned duties. On that basis, the BOD shall recommend commendation or disciplinary measures (if any) for approval by the GMS.

Article 45. Working Relationship Between the BOD and the Executive Management

45.1 The CEO is appointed, removed, commended, disciplined, and contracted by the BOD; the CEO is accountable to the BOD and to applicable law for managing all aspects of the Company's daily operations.

45.2 The Executive Management, under the leadership of the CEO, shall be responsible for organizing the implementation of BOD and Chairperson resolutions and decisions. If in the course of implementing a BOD resolution or decision, the CEO identifies a matter disadvantageous to the Company or the Group, the CEO shall report to the BOD for adjustment of the resolution or decision. If the BOD does not adjust the resolution or decision, the CEO must still implement it but has the right to reserve a dissenting opinion and raise recommendations at the GMS.

45.3 In addition to matters within the authority of the BOD and the Chairperson, the Executive Management, under the leadership of the CEO, is authorized to independently decide on the production and business operations of the Company and the Group; to decide on measures exceeding their authority in emergency situations (natural disasters, enemy attacks, fires, accidents, and other force majeure events, and to exploit business opportunities for the Company), but the CEO must bear individual responsibility for such decisions and must immediately report to the Chairperson and the BOD.

45.4 The Chairperson may invite Executive Management members to attend BOD meetings. Sub-committee Chairpersons may invite Executive Management members to attend relevant sub-committee meetings as necessary.
45.5 The CEO must hold weekly briefings with the Chairperson on Company and Group management matters. The Chairperson may request meetings with the Executive Management to review, evaluate, and provide input on Executive Management activities.
45.6 In addition, the CEO shall proactively meet with and report to the Chairperson of the BOD, update information on the Company's and Group's operations, report difficulties and obstacles, and propose solutions to the BOD. The Chairperson of the BOD shall be responsible for respectfully listening to the CEO's opinions, studying them, and convening BOD meetings to consider and resolve the Company's and Group's difficulties, and creating maximum conditions for the CEO to conduct business effectively.
45.7 BOD members may, but are not obligated to, attend monthly briefing or specialized meetings of the Executive Management, but must strictly comply with the Company's business confidentiality obligations. BOD members must regularly update themselves on the activities of member and subsidiary units to effectively perform the BOD's governance functions. BOD members shall regularly listen to and promptly address requests from units on matters within the BOD's authority.
45.8 The CEO must submit Management Reports (in the format prescribed by the Chairperson) on the business and financial performance of the Company and the Group to the BOD and the Chairperson as follows:

- Monthly Report: The CEO shall submit monthly reports to BOD members within the first ten (10) business days of each month (except for justified reasons accepted by the Chairperson of the BOD), reporting key figures on the Company's and Group's operational results based on accounting data for the immediately preceding month.
- Quarterly Report: The CEO shall submit quarterly reports to the BOD at least fourteen (14) business days before the regular quarterly BOD meeting.

45.9 With respect to the annual performance evaluation, commendation, and disciplinary review of the CEO and other business managers: each year, the BOD shall convene a meeting to evaluate each member's performance against assigned duties. On that basis, the BOD shall recommend commendation or disciplinary measures (if any) for approval by the GMS.

Article 46. Relationship Between the BOD and Shareholders and Investors

46.1 The Chairperson and BOD members, and the Company's CEO, must establish and maintain regular relations with the Company's shareholders and investors; must fully implement all provisions of the Company's Charter relating to shareholders, and ensure the Company's annual operating performance for the benefit of shareholders.

46.2 The Chairperson of the BOD, BOD members, and the CEO must promptly and transparently address shareholder proposals; must clearly and consistently explain shareholder inquiries; and must engage in the comprehensive resolution of shareholder complaints (if any) in order to maintain and preserve the positive relationship between the BOD and the Company's shareholders.

CHAPTER XI
RELATIONSHIP BETWEEN THE COMPANY AND DEPENDENT UNITS, SUBSIDIARIES, AND AFFILIATED COMPANIES

Article 47. Management of Capital Invested by the Company in Other Enterprises

Capital invested by the Company in other enterprises includes:

- Cash, value of land use rights or land rental, tangible or intangible assets owned by the Company that the Company invests or contributes to other enterprises;
- Capital borrowed by the Company for investment; and
- Capital raised from other legally permitted sources.

Article 48. Rights and Obligations of the Company in Managing Investment Capital in Other Enterprises

To protect the Company's lawful rights and interests in the relevant enterprises, the Company shall have the following rights and obligations in managing investment capital in other enterprises, including but not limited to:

- Formulating and approving plans, master plans, and strategies for the establishment and dissolution of member companies, investment in and divestment from other enterprises, and proactively arranging equity sources for investment in line with the Company's investment orientation and strategy;
- Deciding on investment, capital contribution, control and oversight of investments, divestment; increasing or decreasing investment capital and contributions in accordance with applicable laws and the charter of enterprises in which the Company holds capital;
- Where applicable, deciding on: (i) appointment, change, and removal of authorized representatives and capital contribution representatives of the Company; nominating them for election to the BOD, Board of Members, Executive Management, and Board of Supervisors, consistent with the Charter and relevant laws in Vietnam and abroad; (ii) commendation, disciplinary actions, and responsibility allowances for the Company's capital contribution representatives serving on the BOD, Board of Members, Executive Management, and Board of Supervisors of relevant companies; and (iii) salary, bonus, and other benefits for capital contribution representatives for their work at the relevant company, unless such persons are already receiving salary from the company in which

the Company holds capital in accordance with applicable law, unless the Company's BOD decides otherwise.

- Assigning duties, monitoring the performance of duties, and requiring the Company's capital contribution representatives in other companies to: (i) fulfill targets and tasks assigned by the Company; (ii) provide periodic or ad hoc reports on the financial situation, business results, and other matters of the relevant company; (iii) report on important matters, significant projects, and high-value contracts of the relevant company to seek guidance before voting or deciding; (iv) report on the use of shares, capital contributions, markets, and technical know-how to serve the Company's development orientation and objectives; and (v) perform other duties and policies the Company may require from time to time.
- Coordinating and directing subsidiaries and controlling companies to closely cooperate and coordinate their production and business operations in alignment with the Company's strategy and orientation; building sustainable, scientific, and rational interconnections among the Company's members;
- Resolving requests from the Company's capital contribution representatives in other enterprises;
- Monitoring and inspecting the use of the Company's capital contributions and bearing responsibility for operational efficiency; implementing measures to preserve and develop investment capital; receiving dividends and bearing risks from capital contributions in other enterprises. Capital recovered, including dividends, shall be used by the Company for its business objectives in line with the Company's plans and strategy; and
- Inspecting and monitoring the activities of representatives; identifying deficiencies and weaknesses of representatives and taking timely corrective action;
- Exercising other rights and obligations as prescribed by the GMS or applicable law.

Article 49. Relationship Between the Company and Dependent Units

Dependent units operate under dependent accounting and form part of the Company's structure, implementing a system of delegated authority for business operations, organizational structure, human resources management, reporting, etc., in accordance with the operational regulations of the dependent unit developed by the CEO and submitted to the Company's BOD for approval. The Company shall be responsible for financial obligations arising from commitments of such dependent units.

Article 50. Relationship Between the Company and Subsidiaries in Which the Company Holds 100% of Charter Capital

50.1 The Company is the owner of its subsidiaries in which the Company, or the Company together with its subsidiaries or Related Persons, holds one hundred percent (100%) of the charter capital (hereinafter referred to as "Subsidiaries").

50.2 In addition to other rights and obligations set forth in Article 48 of this Governance Charter and other provisions of the Charter and this Governance Charter, the rights and obligations of the Company vis-à-vis subsidiaries in which it holds 100% of charter capital include:

- Deciding the content of the subsidiary's charter, and amending and supplementing the subsidiary's charter and key operational regulations and processes;
- Deciding short-term and long-term business plans, orientations, and strategies, budgets, and annual and periodic performance targets of subsidiaries consistent with the Company's overall strategy;
- Zoning regional, sectoral, and business domains of subsidiaries in line with the Company's and other subsidiaries' overall strategy;
- Deciding on the transfer of capital, assets, personnel, and other resources among subsidiaries and the Company's dependent units;
- Deciding the management and organizational structure of subsidiaries; appointing, removing, dismissing, commending, disciplining, and determining the allowances and benefits of BOD, Board of Supervisors members, and management positions of subsidiaries. The subsidiary's BOD shall decide on senior leadership positions of the subsidiary that must be decided by the Company on a case-by-case basis;
- Deciding on investment projects with a value equal to or exceeding twenty percent (20%) of the total assets recorded in the subsidiary's most recent financial statements, or another percentage as prescribed in the subsidiary's charter;
- Deciding on market development, marketing, and technology solutions in line with the Company's overall orientation;
- Approving loan agreements, lending agreements, and other contracts as required by the subsidiary's charter with a value equal to or exceeding twenty percent (20%) of the total assets recorded in the most recent financial statements, or a lower percentage as prescribed in the subsidiary's charter;
- Deciding on the sale of assets with a value equal to or exceeding twenty percent (20%) of the total assets recorded in the subsidiary's most recent financial statements, or a lower percentage as prescribed in the subsidiary's charter;
- Deciding on capital increases; transferring part or all of the subsidiary's charter capital to other organizations or individuals;
- Deciding on the establishment of sub-subsidiaries and capital contributions to other companies by the subsidiary;
- Organizing the monitoring and evaluation of subsidiaries' business operations; rectifying all aspects of subsidiaries' activities at any time the Company deems necessary to ensure

that subsidiaries operate in accordance with the Company's and their own approved strategy and operational orientation;

- Deciding on the use of after-tax profits of subsidiaries following fulfillment of tax and other financial obligations; receiving dividends and bearing risks in proportion to the Company's capital contribution in the subsidiary;
- Deciding on the reorganization, dissolution, and request for bankruptcy of subsidiaries;
- Recovering all asset value of subsidiaries after completion of dissolution or bankruptcy, after deducting payments required by law;
- Using the Company's trade name, logo, symbol, slogan, and common brand in business and other activities consistent with the Company's standards. However, the use of the Company's trade name, logo, symbol, slogan, and common brand for sub-subsidiaries of the subsidiaries requires prior written approval from the Company's legal representative;
- Inspecting, urging, and monitoring subsidiaries and their management in implementing and complying with the Company's decisions; applying sanctions against subsidiaries and individuals who fail to comply with the Company's decisions or fail to complete the tasks assigned by the Company; and
- Other rights as provided in the charter of subsidiaries, consistent with this Charter.

Article 51. Relationship Between the Company and Subsidiaries with a Controlling Stake or Capital Contribution

51.1 The Company is the owner of the capital contribution in Controlled Companies. A Controlled Company is understood as:

- A company in which fifty-one percent (51%) or more of the charter capital (for companies whose charter provides that controlling shares are fifty-one percent or more) or sixty-five percent (65%) or more of the charter capital (for companies whose charter provides that controlling shares are sixty-five percent or more) consists of shares or capital contributions of the Company or the Company together with its subsidiaries; or
- A company in which less than fifty-one percent (51%) of the charter capital (for companies whose charter provides that controlling shares are fifty-one percent or more) or less than sixty-five percent (65%) of the charter capital (for companies whose charter provides that controlling shares are sixty-five percent or more) consists of shares or capital contributions of the Company or the Company together with its subsidiaries, but which is controlled by the Company through at least one of the following factors: (i) control over the operating charter; (ii) control of the BOD and BOD decision-making of the Controlled Company; (iii) appointment, removal, and dismissal of key management positions pursuant to the charter of the Controlled Company and applicable law.

51.2 In addition to the rights and obligations set forth in Article 48 of this Governance Charter, the Company has the right to control Controlled Companies through the Capital Contribution

Representatives in such companies in accordance with the charter of the Controlled Company, this Charter, or the Shareholders' Agreement or Joint Venture Agreement with other shareholders, or agreements with the Controlled Companies, on the following matters (but not limited to):

- Exercising shareholder, capital contributor, and joint venture partner rights and obligations through the Company's Representatives in the Controlled Company as required by law and the charter of the Controlled Company;
- Appointing, removing, commending, disciplining, and determining the allowances and benefits of the Company's Capital Contribution Representatives in Controlled Companies and management levels which the Company is entitled to appoint;
- Through the Company's Capital Contribution Representatives, exercising to the maximum extent possible the rights and obligations set forth in Article 41 of this Governance Charter that the Company may exercise in accordance with the charter of the Controlled Company or the Shareholders' Agreement or Joint Venture Agreement with remaining shareholders;
- Receiving dividends and bearing risks in proportion to the Company's capital contribution in the Controlled Company;
- Monitoring and inspecting the use of capital contributions in the Controlled Company;
- Bearing responsibility for efficiency, preservation, and development of capital contributions in the Controlled Company.

Article 52. Relationship Between the Company and Affiliated Companies

52.1 The Company shall exercise its rights and obligations with respect to Affiliated Companies in accordance with applicable law, this Charter, and the charter of the Affiliated Company through the Company's Capital Contribution Representatives. For the purposes of this Article, an Affiliated Company means a company in which the Company holds shares or capital contributions below a controlling level, bound to the Company by mutual rights and obligations in proportion to the capital contribution or as agreed in the affiliation or capital contribution agreement entered into by the Company.

52.2 The Company shall interact with Affiliated Companies through agreements on business strategy orientation; research and development of new projects or products; business alliances; or directing cooperation and business coordination among subsidiaries and Affiliated Companies.

52.3 The use of the Company's common brand in business and other activities with Affiliated Companies may only be implemented upon BOD approval, on the principle of not adversely affecting the Company's reputation and brand, avoiding brand dilution or use inconsistent with the Company's general orientation.

Article 53. Relationship Between the Company and Overseas Member Companies

53.1 The Company's overseas member companies include companies in which the Company holds more than fifty percent (50%) of the charter capital, or another percentage as required by the laws of the host country and the charter of the relevant company sufficient to confer on the Company the right to control such company; established and operating in accordance with the laws of the host country and the company's charter.

53.2 The Company shall exercise the rights and obligations of an owner, shareholder, or controlling capital contributor with respect to such companies in accordance with the laws of the host country, applicable international treaties and bilateral agreements signed between the host country's government and the Government of Vietnam, the Company's Charter, and the charter of the relevant member company.

Article 54. Qualifications and Conditions for Capital Contribution Representatives of the Company in Other Enterprises

54.1 Capital Contribution Representatives of the Company in other enterprises must fully satisfy the following qualifications and conditions:

- Professional competence, qualifications, and necessary skills appropriate to the enterprise in which the Company has invested;
- Good health and ethical conduct;
- Knowledge of applicable law and a sense of legal compliance; and
- Other conditions prescribed by the Company and applicable law from time to time.

54.2 Representatives who stand as candidates for management and executive positions in enterprises in which the Company has capital contributions must meet the qualifications and conditions required by applicable law and the charter of such enterprises.

Article 55. Rights and Obligations of Capital Contribution Representatives of the Company in Other Enterprises

In addition to other rights and obligations set forth in this Charter and other applicable legal instruments, the Capital Contribution Representatives of the Company in other companies and enterprises shall have the following rights and obligations:

- Representing the Company in fully exercising all shareholder, capital contributor, and joint venture partner duties and powers in enterprises in which the Company holds shares or capital contributions;
- Standing as a candidate or nominating Company personnel for management and executive positions in enterprises in which the Company holds capital, in accordance with the charter of such enterprises and Company directives;
- Providing periodic reports to the Company on the implementation of the joint business cooperation plan, operating results of subsidiaries and affiliated companies, and the efficiency of the Company's capital utilization, as well as ad hoc reports when events

materially affecting the production and business operations of the subsidiary or affiliated company occur, or prior to high-value transactions requiring shareholder or BOD member approval (where the Company has appointed a BOD member) at such companies;

- Where a capital management representative fails to fulfill reporting obligations, abuses their representative capacity, or is negligent in causing harm to the Company, they shall bear liability for material compensation and other legal responsibilities in accordance with applicable law;
- Seeking the Company's opinion before voting at the GMS, BOD meeting, or Board of Members meeting of the company in which the Company holds capital, on important matters (but not limited to) such as: development strategy, long-term and annual business plans; key personnel; charter amendments; capital increases or decreases; profit distributions; asset disposals; and significant capital raising requiring shareholder or capital contributor votes. Where multiple Company representatives serve on the BOD or Board of Members of the investee company, the designated lead representative appointed by the Company shall facilitate collective deliberation, reach consensus, and seek guidance on important matters before voting; and
- Being accountable to the Company's BOD for the efficiency of the Company's capital in the enterprise in which they serve as representative, and for other duties assigned by the BOD from time to time.

Article 56. Information Disclosure

56.1 The Company shall report to the State Securities Commission of Vietnam and the Stock Exchange, and shall disclose information relating to the Company's organizational structure as required by Article 137 of the Law on Enterprises 2020. In the event of changes in organizational structure, the Company shall report to the State Securities Commission of Vietnam and the Stock Exchange and disclose such information within twenty-four (24) hours from the time the GMS approves such changes.

56.2 The Company shall formulate and issue information disclosure regulations in accordance with the Law on Securities and its implementing instruments. The Company shall assign at least one employee to carry out information disclosure activities.

CHAPTER XII
IMPLEMENTATION PROVISIONS

Article 57. Handling of Violations

57.1 The BOD, BOD members, the CEO, and related individuals shall be responsible for complying with and fully implementing the provisions of this Governance Charter.

57.2 Persons in violation shall be dealt with in accordance with applicable law and Company regulations. BOD members who violate shall be subject to review before the BOD or referred to the next GMS for consideration and determination of the appropriate form of sanction depending on the severity and nature of the violation. In the event of an intentional violation causing harm, the BOD member shall bear individual responsibility to fully compensate the Company, shareholders, and related organizations and individuals.

Article 58. Authority to Amend and Supplement the Governance Charter

The General Meeting of Shareholders is the competent authority to amend and supplement this Governance Charter on the recommendation of the BOD or in response to regulatory changes on matters relating to the provisions of this Governance Charter.

Article 59. Effective Date

59.1 This Governance Charter shall take effect from the date it is approved by the General Meeting of Shareholders and the Chairperson of the BOD signs the issuance decision on behalf of the BOD.

59.2 Matters not covered in this Governance Charter shall be governed by the provisions of the Company's Charter and applicable current laws and related regulations.

59.3 In the course of implementation, the Company shall review and proceed to amend and supplement the provisions of this Governance Charter to ensure alignment with practice and the Company's operational requirements in each period.

Recipients:
- BOD Members;
- BOM;
- Board of Supervisors;
- Office of the Chairman.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN FPT
FPT

TRUONG GIA BINH